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**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

**In re Penthouse Executive Club Compensation
Litigation**

Master File No. 10 Civ. 1145 (KMW)

**DECLARATION OF JEFFREY K. BROWN IN SUPPORT OF PLAINTIFFS'
MOTION FOR PRELIMINARY APPROVAL OF CLASS ACTION SETTLEMENT,
CONDITIONAL CERTIFICATION OF THE SETTLEMENT CLASS,
APPOINTMENT OF PLAINTIFFS' COUNSEL AS CLASS COUNSEL, AND
APPROVAL OF PLAINTIFFS' PROPOSED NOTICES OF SETTLEMENT**

I, Jeffrey K. Brown, declare as follows:

1. I am a partner in the firm of Leeds Brown Law, P.C. ("Leeds Brown") in Carle Place, New York, and Plaintiffs' counsel herein.
2. Along with lawyers from Outten & Golden LLP ("O&G"), Urban Justice Center Sex Workers Project ("UJC"), and Virginia & Ambinder LLP ("Ambinder") (together with Leeds Brown, "Plaintiffs' Counsel"), I am one of the lawyers primarily responsible for prosecuting Plaintiffs' claims on behalf of the proposed class.
3. I make these statements based on personal knowledge and would so testify if called as a witness at trial.

My Background and Experience

4. I received a Juris Doctor degree from Hofstra University School of Law, since renamed to Maurice A Deane School of Law, and have been admitted to practice law in New York since 1997. Additionally, I am admitted to practice law in the Second Circuit, Eastern District of New York, and the Southern District of New York.
5. Over the course of my career, Leeds Brown has served as co-counsel to settle many class-action or multiple-plaintiff cases without the need for a trial, including: Board of Mgrs. of Vista Tower Condominium v. 149 Roosevelt Ave. Assocs., et al., Docket No. 125411/94 (Sup. Ct. N.Y. Cty.) (settling for a class of 135 individuals alleging real estate discrimination); Warren, et al. v. Xerox Corporation, et al., Case No. 01-CV-2909 (E.D.N.Y.); Colabufo v. Continental Casualty Company, et al., Case No. 04-CV-1863, (E.D.N.Y. July 31, 2009); Cokely v. New York Convention Center Operating Corporation, et al., Case No. 00-CV-4637, (S.D.N.Y.); Acevedo, et al. v. Riverbay Corp., et al., Index No. 189818/00 (Sup. Ct. Bronx Cty., 2000); and Wayne Belnavis, et al v. Avaya, Expansents (aka Netexit), et al., Index No.

8729-04, (Sup. Ct. Bronx Cty., 2004).

6. At the Colabufo fairness hearing, Judge Brian Cogan praised plaintiffs' counsel and Leeds Brown by stating, "We're obviously dealing with high-end lawyers in this case. . . . It seems like they gave their all to this. It seems like it would be an overstatement to say 'sweat blood,' but it sounds to me like there was a lot of sweating involved on both sides in this and the plaintiffs, no question, earned their fee in this... You can't argue to that unless you point to some specific infirmity in counsel's performance there is no suggestion of that here...[P]laintiffs' law firms ...appeared to have done an excellent job in this, so I don't have any question about the adequacy of representation of the class."

7. During the course of this litigation, Leeds Brown and Ambinder have settled the following wage & hour cases without the need for trial: McBeth v. Gabrielli Trucking, 09-CV-4112 (E.D.N.Y. Aug. 17, 2011); Agard v. Olson's Creative Landscaping, Index No. 10/009098 (Sup. Ct. Nassau Cty., May 1, 2012); Toledo v. DCJ Catering Corp d/b/a Jericho Terrace, 600994/2011 (Sup. Ct. Nassau Cty., Dec. 21, 2012); Zepeda v. Franari Produce Distributors, Inc., 10-cv-2588 (E.D.N.Y. August 16, 2012) (during the final conference calling the settlement an "excellent settlement for the class members"); Toro v. Executive Club, 10-cv-1545 (S.D.N.Y. August 29, 2012); Cruz v. 13th Avenue Fish Market, Inc., 11-CV-1209 (E.D.N.Y., Dec. 27, 2011); Madero v. Trattoria La Regina, Inc., 10-CV-3675 (E.D.N.Y.); Hernandez v. Rockville Centre Pizza Corp., 11-CV-2941 (E.D.N.Y.); Marroquin v. Golf Gear Ltd., 11-CV-1014 (E.D.N.Y.); Laspina v. Fitness Showrooms of Long Island, 11-CV-1535 (E.D.N.Y.); Phaller v. Ace Tool Repair, Inc., Index No. 10-009097 (Sup. Ct. Nassau Cty., 2012); Roberts v. WHM LLC, 11-CV-2963 (S.D.N.Y.); Hughes v. Carrunda Club, LLC, 09-CV-10571 (S.D.N.Y.); among others.

The Penthouse Overtime Litigation

8. On December 29, 2009, Virginia and Ambinder LLP and Leeds Brown Law PC,¹ filed a collective action overtime lawsuit in the United States District Court for the Southern District of New York on behalf of Plaintiffs Stephanie Carattini and Nicole Hughes, captioned *Carattini v. The Executive Club d/b/a/ Penthouse Executive Club, et al.*, No. 09 Civ. 101572 (“Carattini”).

9. On February 11, 2010, O&G and UJC filed a collective action overtime lawsuit in the United States District Court for the Southern District of New York on behalf of Plaintiff Leslie Liwanag, captioned *Liwanag v. The Executive Club d/b/a/ Penthouse Executive Club, et al.*, No. 10 Civ. 1145 (“Liwanag”).

10. On June 11, 2010, the District Court (Judge Naomi Buchwald presiding) ordered that the two cases be consolidated.

Investigation and Discovery

11. Before initiating *Carattini*, Ambinder and Leeds Brown conducted a thorough investigation into the merits of the potential claims and defenses.

12. This included investigation into the scope of the alleged wrongdoing and legal research on the underlying merits of the class claims, the likelihood of obtaining liquidated damages and an extended FLSA statute of limitations, the proper measure of damages, and the likelihood of class certification. We also researched Defendants’ likely affirmative defenses.

13. After filing, Plaintiffs’ Counsel conducted further investigation including, but not limited to, interviewing and obtaining declarations from Plaintiffs and Class Members, participating in party and non-party discovery, including the depositions of Plaintiffs and

¹ During the course of this litigation, Leeds Brown Law, PC, was renamed. It previously was Leeds, Morelli & Brown, P.C.

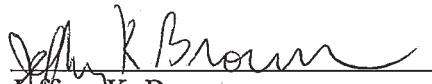
Defendants' representatives, and analyzing time, payroll and tip allocation records, tax documents and other financial records.

14. Plaintiffs' Counsel reviewed thousands of pages of documents produced by Defendants. All parties submitted and responded to discovery requests and interrogatories.

15. Plaintiffs' Counsel took a Rule 30(b)(6) deposition of Defendant Yackow and the depositions of Defendants' managers April Bellantoni and Kelly Skillen. Defendants deposed all named Plaintiffs and four opt-in Plaintiffs.

I declare under penalty of perjury, under 28 U.S.C. § 1746, that the foregoing is true and correct.

Executed this 5th day of April, 2013
New York, New York


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